

RECEIVED

IN RE:

**PETITION OF TENNESSEE AMERICAN
WATER COMPANY TO CHANGE AND
INCREASE CERTAIN RATES AND
CHARGES SO AS TO PERMIT IT TO
EARN A FAIR AND ADEQUATE RATE
OF RETURN ON ITS PROPERTY USED
AND USEFUL IN FURNISHING WATER
SERVICE TO ITS CUSTOMERS**

DOCKET No. 04-00288

Comes now Paul G. Summers, Attorney General and Reporter for the State of Tennessee, through the Consumer Advocate and Protection Division of the Office of the Attorney General (“Consumer Advocate” or “CAPD”), and hereby submits the following responses to Discovery Requests propounded by Tennessee American Water Company (“TAWC” or “Company”).

1. The Consumer Advocate objects to the definitions and instructions contained in the data requests to the extent that the definitions and instructions attempt to impose on the Consumer Advocate a burden or obligation greater than that required by the *Tennessee Rules of Civil Procedure* and applicable statutes and regulations governing contested case hearings.

2. The Consumer Advocate objects to the data requests to the extent they call for information and the production of documents which are protected from disclosure by the attorney-client privilege, the attorney work product doctrine or any other applicable privilege or

protection. In particular, the Consumer Advocate objects to requests seeking its legal research related to pertinent statutes, rules, orders and case law. The Consumer Advocate objects to the data requests to the extent that the Company is attempting to impose on the Consumer Advocate obligations with regard to identification of privileged documents beyond those required by the *Tennessee Rules of Civil Procedure* and applicable statutes and regulations governing contested case hearings.

3. The Consumer Advocate objects to the Company's data requests to the extent they seek information relating to matters not at issue in this litigation or to the extent they are not reasonably calculated to lead to the discovery of admissible evidence. By providing information in response to these requests, the Consumer Advocate does not concede that such information is relevant, material or admissible in evidence. The Consumer Advocate reserves all rights to object to the use of such information as evidence.

4. The Consumer Advocate objects to the Company's data requests to the extent that the Company is attempting to require the Consumer Advocate to provide information and produce documents beyond those in its possession, custody or control as that phrase is used in the *Tennessee Rules of Civil Procedure* and applicable statutes and regulations governing contested case hearings.

5. The Consumer Advocate objects to the Company's data requests to the extent they seek information and documents that are readily available through public sources or are in the Company's own possession, custody or control. It is unduly burdensome and oppressive to require the Consumer Advocate to respond or produce documents that are equally available to the Company.

6. The Consumer Advocate's objections and responses to these requests are based on information now known to it. The Consumer Advocate reserves the right to amend, modify or supplement its objections and responses if it learns of new information.

7. The Consumer Advocate's responses to these requests are made without waiving or intending to waive the right to object to the use of any information provided in this response in any subsequent proceeding or trial of this or any other action. The Consumer Advocate's responses to these requests are also not a waiver of any of the foregoing objections or any objections it has made or may make with respect to any similar, related, or future data request, and the Consumer Advocate specifically reserves the right to interpose any objection to further requests notwithstanding any response or lack of objection made in this response.

8. The Consumer Advocate objects to any request seeking all documents reviewed by its witnesses over an undefined time period. Such a request is ambiguous, overly broad, burdensome and is not likely to lead to the discovery of admissible evidence.

9. The Consumer Advocate expressly incorporates these general objections into its responses set forth below.

RESPONSES

DISCOVERY REQUEST NO. 15:

If the CAPD relies on any facts that were not specifically identified or discussed in the direct testimony that has been submitted on behalf of the CAPD in this proceeding, whether related to issues of credibility or any other issue, to support your contention(s), position(s) or belief(s) that any of the request(s) for relief, including any increase in rates, made by TAWC in TRA Docket No. 04-00288 should not be approved by the Tennessee Regulatory Authority

(“TRA”), identify or state each such fact with specificity.

RESPONSE: Subject to and without waiving any objections stated above, the Consumer Advocate responds to the specific request as follows: See enclosed documents and CD (where document is available in electronic format). In addition, the Consumer Advocate may rely on the information and documents filed and contained within TRA Docket Nos. 04-00288, 03-00118, and 99-00891.

DISCOVERY REQUEST NO. 16:

If the CAPD relies on any documents, photographs, or any other articles or things whatsoever that were not attached to the direct testimony that has been submitted on behalf of the CAPD in this proceeding, whether as to issues of credibility or any other issue, to support the CAPD’s contention(s), position(s) or belief(s) that any of the request(s) for relief, including any increase in rates, made by TAWC in TRA Docket No. 04-00288 should not be approved, produce each such document, photograph, or any other article or thing whatsoever.

RESPONSE: Subject to and without waiving any objections stated above, the Consumer Advocate responds to the specific request as follows: See response to Discovery Request No. 15, above.

DISCOVERY REQUEST NO. 17:

Provide in electronic media all exhibits, schedules, work papers, and other documents that were attached to or produced in connection with the direct testimony that the CAPD submitted in this proceeding, and provide in electronic media and in hard copy all underlying

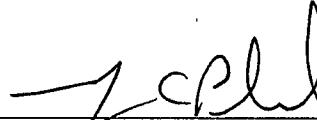
work papers upon which those exhibits, schedules, work papers, and other documents were based or were otherwise derived.

RESPONSE: Subject to and without waiving any objections stated above, the Consumer Advocate responds to the specific request as follows: Hardcopies of the testimony, exhibits, and work papers of the Consumer Advocate were filed and served on December 23, 2004, and are available in electronic media from the TRA's website at the following URLs:

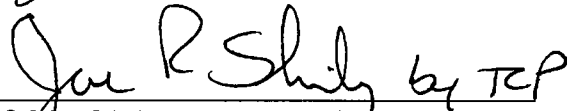
1. <http://www.state.tn.us/tra/orders/2004/0400288bk.pdf> (Direct Testimony of Steve N Brown).
2. <http://www.state.tn.us/tra/orders/2004/0400288bo.pdf> (Exhibits of Steve N. Brown)
3. <http://www.state.tn.us/tra/orders/2004/0400288bl.pdf> (Direct Testimony and Exhibits of Michael D. Chrysler).
4. <http://www.state.tn.us/tra/orders/2004/0400288bp.pdf> (Affidavit of Michael D. Chrysler).
5. <http://www.state.tn.us/tra/orders/2004/0400288bm.pdf> (Direct Testimony and Exhibits of Terry Buckner).

To the extent not previously provided, see response to Discovery Request No. 15, above.

Respectfully submitted,



TIMOTHY C. PHILLIPS, B.P.R. # 012751
Senior Counsel



JOE R. SHIRLEY, B.P.R. # 022287
Assistant Attorney General
Office of the Attorney General
Consumer Advocate and Protection Division
P.O. Box 20207
Nashville, Tennessee 37202
(615) 741-3533

Dated: January 11th, 2005

CERTIFICATE OF SERVICE

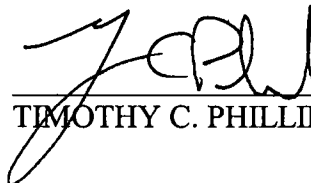
I hereby certify that a true and exact copy of the foregoing has been served via the first-class U.S. mail, postage prepaid, on this 11th day of January, 2005, to the following:

R. Dale Grimes
Bass, Berry & Sims PLC
AmSouth Center
315 Deaderick Street, Suite 2700
Nashville, Tennessee 37238-3001

Michael A. McMahan, Esq.
Lawrence W. Kelly, Esq
Nelson, McMahan & Noblett
801 Broad Street, Suite 400
Chattanooga, Tennessee 37402

Henry M. Walker, Esq
Boult, Cummings, Conners & Berry, PLC
1600 Division Street, Suite 700
P.O. Box 340025
Nashville, Tennessee 37203-0025

David C. Higney, Esq.
Grant, Konvalinka & Harrison, P.C.
633 Chestnut Street, 9th Floor
Chattanooga, Tennessee 37450


TIMOTHY C. PHILLIPS

81458